

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
	§	
TimeGate Studios, Inc.,	§	Case No. 13-32527 (JB)
	§	
Debtor.	§	

**DEBTOR’S AMENDED WITNESS AND EXHIBIT LIST
FOR HEARING ON MAY 8, 2013 AT 1:00 P.M.**

TimeGate Studios, Inc. (“TimeGate” or the “Debtor”) hereby submits this Debtor’s Witness and Exhibit List for Hearing on May 8, 2013 at 1:00 p.m. (the “Witness and Exhibit List”), and respectfully designates the following witnesses and exhibits:

WITNESSES

1. John T. Young, Jr.
2. Adel Chaveleh
3. The Debtor reserves the right to call any witness designated by any other party in connection with the hearing; and
4. Any rebuttal or impeachment witnesses.

EXHIBITS

Ex. No.	Description	Mkd.	Off.	Obj.	Adm.	Date
1	Affidavit of John T. Young, Jr. in Support of First Day Pleadings [Docket No. 11]					
2	Chaveleh Credit Agreement					
3	First Amendment to Chaveleh Credit Agreement					
4	Second Amendment to Chaveleh Credit Agreement					
5	Third Amendment to the Chaveleh Credit Agreement					
6	Chaveleh Security Agreement					

Ex. No.	Description	Mkd.	Off.	Obj.	Adm.	Date
7	Baharloo Credit Agreement					
8	First Amendment to Baharloo Credit Agreement					
9	Second Amendment to Baharloo Credit Agreement					
10	Third Amendment to the Baharloo Credit Agreement					
11	Baharloo Security Agreement					
12	UCC Financing Statement					
13	Term Sheet to the DIP Motion [Docket No. 9-4]					
14	Budget – DIP Motion [Docket No. 9-3]					
15	Prepetition Employee Accrued Wages Exhibit					
16	Exhibit A to Bank Account Motion [Docket No. 7-2]					
17	Minimum Deal Terms 2/8/13					
18	Minimum Term Sheet Dated 4/15/13					
19	Minimum Solicitation Email and Term Sheet					
20	Minimum Solicitation List					
21	Publishing Agreement					
22	Termination Agreement					
23	Warner Bros Games Montreal Master Development Agreement					
24	Back Catalogue					
25	Bid Procedures [Docket No. 10-2]					
26	Asset Purchase Agreement [Docket No. 10-4]					
27	Minimum Fact Sheet					
28	Minimum Trailer					
29	Revised DIP Financing Term Sheet					
30	Redline of Revised DIP Term Sheet					
31	Projected DIP Budget through June 28					
Any exhibit relied upon or listed on an exhibit list of any party and any pleading filed by any party						

[illegible]

Designation of any exhibit above does not waive any objections the Debtor may have to any exhibit listed on any other party's exhibit list.

Dated: May 6, 2013

Respectfully submitted,

HAYNES AND BOONE, LLP

By: /s/ Karl Burrer
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